TERMINATOR® 3
RISE OF THE MACHINES™

~ Final Production Information ~

Imagine a world of permanent darkness, where machines control man's destiny. Imagine you are the only one who can stop it. But before you do, something terrible has to happen.

– John Connor

A decade has passed since John Connor (NICK STAHL) helped prevent Judgment Day – the day Skynet's highly developed network of machines was fated to become self-aware and destroy mankind. But August 29, 1997 came and went without incident, despite Skynet's twice failed attempts to kill Connor and wage war on humanity.

Now 22, Connor lives "off the grid" – no home, no credit cards, no phone and no job. No record of his existence. No way he can be traced by Skynet. Until…

…out of the shadows of the future steps the T-X (KRISTANNA LOKEN), Skynet's most sophisticated cyborg killing machine yet. Sent back through time to complete the job left unfinished by her predecessor, the T-1000, this machine is as relentless as her human guise is beautiful. And she is exponentially more powerful, dangerous and destructive than every Terminator that has come before her.

But this time, Connor isn't the only target on Skynet's hit list – unsuspecting veterinarian Kate Brewster (CLAIRE DANES) will see her distant past and promising present collide with an unimaginable future…but only if she can elude the unassailable T-X.

When Connor and Kate realize that Judgment Day is rocketing toward them – with only three hours between them and the end of the world – their only hope for survival is a replica of the

cyborg Terminator (ARNOLD SCHWARZENEGGER), Connor's mysterious – and now obsolete – former assassin. Together, they must triumph over the technologically superior T-X and forestall the looming threat of Judgment Day…or face the fall of civilization as we know it.

MARIO F. KASSAR and ANDREW G. VAJNA present a Jonathan Mostow Film, an Intermedia/IMF Production, in association with C2 Pictures and Mostow/Lieberman Productions, starring ARNOLD SCHWARZENEGGER, ***TERMINATOR 3: RISE OF THE MACHINES***. The film also stars NICK STAHL, CLAIRE DANES and KRISTANNA LOKEN. Directed by JONATHAN MOSTOW, ***TERMINATOR 3: RISE OF THE MACHINES*** is produced by MARIO F. KASSAR, ANDREW G. VAJNA, JOEL B. MICHAELS, HAL LIEBERMAN and COLIN WILSON. The screenplay is by JOHN BRANCATO & MICHAEL FERRIS, based on a story by JOHN BRANCATO & MICHAEL FERRIS and TEDI SARAFIAN. The executive producers are Intermedia Chairman MORITZ BORMAN, along with GUY EAST, NIGEL SINCLAIR and GALE ANNE HURD. The director of photography is DON BURGESS, A.S.C.; the production designer is JEFF MANN; the film is edited by NEIL TRAVIS, A.C.E. and NICOLAS DE TOTH; renowned character creator and original *Terminator* designer STAN WINSTON returns to supervise the Terminator's make-up and animatronic effects; the special visual effects & digital animation are by INDUSTRIAL LIGHT & MAGIC; the costume designer is APRIL FERRY; the music is by MARCO BELTRAMI; and the executive music producer is JOEL SILL.

TERMINATOR 3: RISE OF THE MACHINES will be released domestically on July 2, 2003 by Warner Bros. Pictures, a Warner Bros. Entertainment Company.

TERMINATOR 3: RISE OF THE MACHINES has been rated R by the MPAA for "strong sci-fi violence and action, language and brief nudity."

www.Terminator3.com / **AOL Keyword: Terminator 3**

* * *

NO FATE BUT WHAT WE MAKE

Terminator 3: Rise of the Machines is the highly anticipated third installment in one of Hollywood's most innovative and celebrated franchises, originated by writer-director James Cameron with the 1984 cult hit *The Terminator*. With the blockbuster 1991 sequel, *Terminator 2: Judgment Day*, Cameron redefined the science fiction/action film hybrid and, together with Arnold Schwarzenegger, established one of the most renowned, beloved characters in cinema history.

"No matter where I go in the world," Schwarzenegger says, "no matter what movie I have promoted over the last twelve years, people always ask me, 'When are you going to do another *Terminator*? You've got to do another *Terminator*. Please, Arnold, do another *Terminator*.'"

"The Terminator has become an icon," observes producer Mario F. Kassar. "The character has this quality about him that makes you want to see him more. You want him to win. You want him to survive."

"The Terminator is perhaps the most famous character in the history of motion pictures," suggests *Terminator 3* director Jonathan Mostow. "Arnold's characterization and the look of the Terminator are so iconic – the black leather jacket, the boots, the sunglasses. I don't know any other movie character that you can go anywhere in the world and ask somebody, 'What's this character's wardrobe?' People can't tell you. But they know the Terminator's."

Embraced by audiences worldwide, the *Terminator* franchise grossed over a then-staggering $550 million in worldwide theatrical box office receipts, became a phenomenon on VHS and DVD formats, and has even inspired attractions at Universal Studios' theme parks in Hollywood, Florida and Japan. "The Terminator is such a great character that it has lasted for the last twelve years without a *Terminator* movie being made," notes producer Andrew G. Vajna. "He left such a positive impression on audiences that the people themselves kept the franchise alive."

"What's terrific about Arnold is that he has celebrated the success and the appeal of the character with the same enthusiasm that the audience has," Mostow says. "And audiences sense the fun and enthusiasm that he has playing the Terminator."

"It is a great honor and a great pleasure to be involved in a franchise that has such a universal appeal," Schwarzenegger says. "The story can be understood by anyone, no matter

what nation or cultural background you're from. With the way technology has been advancing over the last few years, everyone understands the fear that one day machines will take over and the reality that they can be smarter, stronger and ultimately replace human beings."

Vajna believes the *Terminator* premise – in which artificially intelligent machines become self-aware and wage war on humanity – is more relevant and provocative to audiences today than ever before. "We're all depending more and more on computers for everything from running our electricity to our automobiles. The more we entrust machines to do everything, the greater chance we have of losing control. What happens if they start thinking? What happens they if they turn on us? This scenario, combined with people's fascination with the concepts of time travel and altering the future, is truly frightening and endlessly entertaining."

Equally compelling to audiences, says Kassar, is the Terminator's status as the ultimate cinematic anti-hero. "The Terminator is not bound by any moral inhibitions," he explains. "If he needs a car, he gets in the car, he rips out the cables and he takes it. The freedom of that is exhilarating, and people can live vicariously through the Terminator, fantasizing about what it would be like if they didn't have to live by the laws and moral codes that restrict our behavior."

Schwarzenegger looked forward to the challenge of reprising his larger-than-life character, and producers Kassar and Vajna were equally passionate about bringing *Terminator 3* to the screen. But the story of their twelve-year journey from *T2* to the third *Terminator* film is almost as epic as the film series itself.

After splitting ways professionally in 1989, Kassar and Vajna renewed the partnership that had scored them astronomical box office numbers with hits like *Total Recall* and the *Rambo* film series. The producers purchased 50% of the rights to the *Terminator* franchise from Carolco Pictures after Kassar's former company filed Chapter 11 bankruptcy, and secured the remaining 50% of the rights from *Terminator* producer and *T2* executive producer Gale Anne Hurd. "*T2* was so exciting and rich with story and action and special effects, for us to be able to match that level, let alone improve on it, was a difficult assignment," admits Vajna, who produced the Golden Globe award-winning *Evita* and executive produced the blockbuster *Die Hard: With a Vengeance*. "But when we found that the rights were still available and we had an opportunity to do it, we felt it was our obligation to do so."

"You really have to believe that you can do it and persist," says Kassar, who executive produced the hit films *Basic Instinct* and *Universal Soldier* in addition to *T2: Judgment Day*. "*T2* was a similar situation. It took me forever to put it together, but it was worth the effort."

"When Andy and Mario first came to me with the idea of independently financing and producing the third *Terminator* film, I knew instantly that this was the perfect project for Intermedia to be involved in," said Moritz Borman, executive producer and Chairman of Intermedia, the largest independent production and financing company in the motion picture industry. "I was already aware of the Terminator's worldwide popularity, and with Arnold involved, this global enthusiasm literally goes off the charts."

A key component in bringing *Terminator 3* to the screen – and what Vajna calls the producers' most difficult decision – was hiring a director to develop and direct a screenplay that would maintain the integrity of the franchise while adding an electrifying new chapter to the series' sophisticated mythology. (James Cameron declined to direct the second *Terminator* sequel, choosing instead to focus on new projects.) "Clearly, Jim is a fantastic director and has a great past with this character," Vajna says. "We had to find someone who would be able to take up the challenge and tell an interesting story without falling short on the visual effects. We felt that Jonathan Mostow was just on the brink of breaking out as a great director."

Impressed by Mostow's skillful direction of the taut action thrillers *Breakdown* and *U-571*, Kassar was convinced that he was the right person to helm *Terminator 3* after discovering his appreciation and knowledge of the *Terminator* series. "Jonathan is very good with story, and such a fan of the *Terminator* films, we knew we could trust him to take these characters and this franchise to the next level."

"What I love about the first two *Terminator* films is that they're full of pathos and emotion, coupled with state of the art action and visual effects, and most importantly of all, they're great stories," Mostow enthuses. "I'm not trying to step into James Cameron's shoes. I'm a fan of his *Terminator* movies just like anybody else is, and all I wanted to do was create a movie that I as a fan of this franchise would want to go see myself."

In light of his unprecedented collaboration with James Cameron, Schwarzenegger not only wanted a director who could handle the story and special effects demands of epic *Terminator* proportions, but one who was equally comfortable working with the cast. "It was crucial that the director be one who is very good at directing actors, because there are so many different types of acting in this movie," he emphasizes. "Jonathan is very capable of overseeing every aspect of filmmaking, from the visual effects and the story to the big stunts, but he is also very good at pulling the best performance out of an actor. He's not intimidated to say, 'Whoa, whoa, whoa, hold it. Let's do this again, because I think you can do better than that.'"

"I knew from my very first meeting with Arnold that creatively we saw eye-to-eye on where this movie should go," Mostow recalls. "Arnold was enthusiastic about how I wanted to execute the technical aspects of the film, and most importantly, where I wanted to take the story and the characters."

"When people walk out of the theater after seeing *Terminator 3*," predicts Schwarzenegger, "they're not only going to say, 'The visual effects were mind-blowing' or 'The action is extraordinary' – they're also going to say, 'This story was moving. This story was told in the most amazing way, and it is emotional, and it's very dramatic.' Jonathan did an excellent job of developing a screenplay with writers Mike Ferris and John Brancato that is smart, exciting and affecting on multiple levels."

STORY, CHARACTERS AND CASTING

In exploring the potential direction of a third chapter in the *Terminator* narrative, director Jonathan Mostow saw myriad possibilities in setting the story in present day Los Angeles, a decade since the Terminator helped John Connor and his mother Sarah thwart Judgment Day. "Ten years have passed since the last time we saw these characters," Mostow contemplates. "That creates a lot of interesting opportunities for me as a filmmaker to tell a story that explores the same universe that we all love, but with characters that are now in psychologically different places in their lives."

Schwarzenegger relished the opportunity to reprise his character, the mysterious former assassin who returns to protect John Connor and his mother Sarah in *T2: Judgment Day*. "Knowing that people from around the world have been waiting for this movie doesn't put pressure on me because I know what I need to do in order to make the Terminator what he needs to be – an intense, frightening, funny, interesting hero," he assures. "The key is, everything I do must be as a machine, not as a human being.

"Because my character in this film is not the same exact Terminator that was sent back in *T2*, he has to learn human behavior again," says Schwarzenegger of the T-101 he plays in *Terminator 3*. "He has to learn the nuances of the language, of interacting with humans. I have to act that out as if it is an entirely new experience. That creates a lot of opportunities for humor."

"There's something unique about the Terminator character that affords the license to break the tension of suspenseful scenes with something comedic, and yet you can go back into the suspense and it doesn't disrupt the flow of the story," Mostow marvels. "Arnold has a fantastic ability to make fun of himself in a way that audiences really enjoy."

Melding trademark humor and riveting suspense, Mostow and screenwriters Mike Ferris and John Brancato raised the stakes of the *Terminator 3* story by pitting Schwarzenegger's outdated Terminator model against Skynet's most advanced robotic weapon yet: the T-X, an advanced alloy metal endo-skeleton covered in a liquid metal exterior designed in the guise of a beautiful woman. Equipped with a plasma cannon, morphing capabilities and the ability to control other machines, she is simply stronger, faster, smarter, more sophisticated and more indestructible than the obsolete T-101.

Sent back through time to complete the job left unfinished by her *T2* predecessor, the T-1000, the T-X has been programmed to kill John Connor in order to facilitate the machines' diabolical agenda. "The only way that the rise of the machines in the future can happen the way they have planned it is by eliminating John Connor," Schwarzenegger reveals. "The Terminator's mission is to stop the T-X from completing her assignment. But because she is so superior to him technically, the Terminator knows she can have an effect on his programming mechanism, which makes her extremely dangerous."

Casting an actress to play the indomitable T-X was a global effort. "First and foremost," Mostow emphasizes, "she had to convince audiences that she could beat the Terminator in physical combat." Ten thousand actresses auditioned for the role in eight countries and every major U.S. city. "Before I began, I thought, 'How hard could it be to play a robot?'" the director muses. "What I learned is, playing a robot is possibly the most difficult role you can have as an actor, because you have to take all your innate emotional responses and completely suppress them. Even the way you walk is affected. A robot has no specific gait. A robot is a perfectly machined device that moves in a very smooth sort of way."

In addition to finding one woman to fulfill the emotional and physical demands of the role, Mostow wanted a "fresh face," an actress with whom the audience does not have an established relationship. Enter Kristanna Loken, best known for her turn on the 2001 television series *Philly*. "Kristanna has a fascinating look and feel about her that just makes her out of this world," producer Mario Kassar believes.

"Kristanna is a fabulous actress who also has the physicality that the role required," Mostow agrees. "She's very adventuresome. She's not afraid of getting into rough and tumble situations. All that worked perfectly for the character."

"A lot of women were tested for the part, and Kristanna was, by a huge distance, the best and the most talented," Schwarzenegger praises. "In her auditions, she made movements that were not humanly possible, yet at the same time, she kept her face totally expressionless, without showing any effort, which was key to the character."

Loken enjoyed the challenge of preparing to play a Terminator endowed with more than on-board weaponry and artificial intelligence. "The great thing about T-X is that she can use her femininity and certain attributes to achieve her goals in ways that previous Terminators couldn't," Loken says. "It's also been a wonderful exercise to learn to play a character who expresses herself through a specific physicality."

"It's really wild to see a villain that looks as good as Kristanna," Schwarzenegger notes. "The character has this allure that makes every man want to be with her, even knowing that as soon as he touches her, he will get destroyed in the most evil way."

Meanwhile, John Connor must once again face the devastating presence of two Terminators in his life. As Mostow describes, "John Connor can't appeal to the T-X to try to mitigate its mission, and he can't deter the Terminator from his assignment, so he's caught in the middle of this explosive struggle."

At the same time, the return of the Terminator and his new nemesis forces Connor to confront an ongoing internal struggle. Although Judgment Day (predicted in the previous Terminator films to be August 29, 1997) passed without incident, Connor lives life "off the grid" – no permanent address, no phone, credit cards, avoiding public places where video surveillance is used. No way to be traced by machines. "Connor's not entirely sure he changed the future," Mostow relates. "So he's living defensively. He could have just a normal life like anybody else, but he's being deprived of that by virtue of his own paranoia. So, seeing the Terminator again is simultaneously a validation of the way he's been living his life the last ten years, and on the other hand, it's a rather alarming realization of what the future might hold for him."

In casting the role of the 22 year-old Connor, Mostow needed an actor who could express the character's internal battle against the story's epic life and death circumstances. "Connor is very preoccupied with the existential dilemma in which he finds himself, so I needed an actor who could convey all that pathos, that emotion, that *gravitas*," the director says. "It's difficult to

find an actor who is 22 or 23 years old, and yet feels in some sense they're carrying the weight of the world on their shoulders. That's what I thought was so compelling about Nick Stahl. He gives you that sense. He has a seriousness about him as a person that translated really well into the character."

"There was a fantastic wealth of actors out there to choose from, and Nick was head and shoulders above the others," reports producer Andy Vajna. "He felt comfortable taking the character in a new direction."

"I knew I had to approach the character in my own way," says Stahl, who impressed the filmmakers with his memorable performance in the Academy Award-nominated drama *In the Bedroom*. "He's been living a lonely, isolated existence, and he's shocked to discover that the war he was such a big part of stopping as a kid is actually not over and is in fact a very serious, immediate threat."

Adding to Connor's complex legacy is the memory of his mother Sarah, played by actress Linda Hamilton in the first two *Terminator* films. Mostow and screenwriters Ferris and Brancato carefully weighed how best to incorporate her character into the story. "What Mike and John and I decided to do was have Sarah's presence felt in the movie in a way that you don't expect," says Mostow.

With his mother gone and having never known his father, Connor is alone in the world – almost. "The only adult male who has ever protected him and mentored him in any way is a killer cyborg from the future, so talk about having psychological problems," Mostow jokes.

"The Terminator is the only real father figure in John Connor's life," suggests Schwarzenegger. "He's been very much affected by what he learned from the previous Terminator in *T2*, which will always stay with him. Besides his mother, the Terminator is the one person who has not only saved his life, but given him courage and strength to survive on his own."

Another important figure in Connor's life – or so he will come to discover – is also one of the T-X's primary targets: Kate Brewster, a conservative young veterinarian living quietly with her fiancé until she is suddenly thrust into an extraordinary situation. "In developing the screenplay, I felt we needed a character who could be the audience's eyes and perspective into this story," Mostow explains. "So we came up with the character of Kate Brewster, a very down to earth, grounded young woman who is instantly stripped of her stability. The character goes

through a tremendously heart-wrenching and difficult transition over the course of this movie. I needed an actress who could play Kate's powerful dramatic arc in a believable way."

Mostow cast acclaimed actress Claire Danes in the pivotal role. "I was so happy to play someone who is as resourceful, self-reliant and clever as Kate," says Danes, who recently appeared in the Academy Award-nominated drama *The Hours*. "She faces a lot of turmoil but she handles herself so well it's really a very strong, positive character to present to women. I think one of the wonderful things about the *Terminator* movies is that the action is supported by real drama. The characters have dimension and weight, and the relationships that they form are meaningful."

As the story of *Terminator 3* unfolds, the contentious relationship between Kate and Connor develops in explosive and unexpected directions. "We looked at a lot of actors for the roles of John Connor and Kate Brewster, and I have to credit Jonathan Mostow for his decision to cast Nick and Claire," Kassar says. "Their chemistry is absolutely perfect."

ABOUT THE PRODUCTION

Terminator 3: Rise of the Machines began its ambitious 100-day schedule filming in and around the Los Angeles area on April 14, 2002. "The first night of shooting, Arnold came out of his trailer in his Terminator wardrobe, with the leather jacket, the sunglasses and the big shotgun," describes Mostow. "He walks onto the set to do his first scene, and I turned to everybody and said, '*Now* we're making a *Terminator* movie.'"

Schwarzenegger further impressed the filmmakers, cast and crew with his awesome physicality and exacting preparation. "When we started filming, Arnold was the exact same dimensions that he was when he did *T2*," Mostow says of Schwarzenegger, whose black leather jacket from the film fit him like a glove. "That's not special effects. That's just old-fashioned working out."

"I was very excited to do the work that it takes to be in the same shape I was in when I made the previous *Terminator* films," says Schwarzenegger of his three-to-five hour daily pre-production workouts. (To stay in peak physical condition throughout production, he worked out every day during his lunch break.) "Working out, rehearsing the scenes, preparing for the stunts – all of those things were a great pleasure for me."

Schwarzenegger feels his character suits him as well as the physicality he perfected for the role. "The first scene I shot in the first *Terminator* movie was a night scene, and I was sitting in a police car," Schwarzenegger remembers. "My eyebrows were shaved off, and I had hair and makeup effects to simulate that I'd been through the fire. And Jim Cameron came up to me and said, 'It's like you've played this character for years, you're so locked into the Terminator.' That's exactly the way I felt on *Terminator 3*. The first night I came on set, I felt like I had been shooting the movie for six months. I loved stepping back into this character."

As always, the actor relished the challenge of doing much of his own stuntwork. "Because of my continuous training and weight lifting throughout my life," Schwarzenegger says, "I've always been prepared for the physical aspect of these movies, and I enjoy the challenge. To me, each stunt is always an exciting new adventure."

Some of the most elaborate, intricately choreographed stunts in the film are featured in a furious high-speed chase sequence in which the T-X maneuvers a 100-ton crane through city streets, swinging the crane arm into a fire engine and then into a glass building as the Terminator hangs on with trademark tenacity. The riveting sequence, designed by Mostow and stunt coordinator Simon Crane, was filmed on a quarter mile long street set built from the ground up at the Boeing Plant in Downey, California. Fourteen cameras were used to shoot the Terminator slamming into the glass building on the crane arm, because like many of the stunts executed for the chase, there were no retakes.

"Every movie you do, an image sticks with you, and I will always remember the weeks that I spent hanging on the hook of that huge monster crane, getting dragged behind it and smashed into things," Schwarzenegger says amiably. "It was unbelievable. We used every safety precaution, but there were close calls, many times."

"Without the expertise and synchronicity of all the production departments," Crane attests, "pulling off a dangerous stunt of this magnitude would have been impossible."

It took four weeks to rehearse and two weeks to shoot the climactic mano-a-mano showdown between the Terminator and the T-X. Staged in a marble and steel bathroom, the battle was designed to convey the brute force of these 3,000 pound machines wreaking total havoc on each other and their environment – without using any special fighting techniques. "We purposely stayed away from martial arts moves in our fight choreography," Schwarzenegger says. "It would be ridiculous for the Terminator to block a shot – he's made of steel. If the T-X hits him in the head, he just stands there, absorbs the blow, and then throws her through a wall."

"What's so heroic about the Terminator is that when he goes up against the T-X, he knows he's outmatched, and yet he confronts her anyway because he has to," notes producer Hal Lieberman. "He's programmed to defend John Connor to the death, if necessary."

Loken values the experience she gained working with Schwarzenegger on the film's explosive action sequences. "Arnold is great to work with in fight scenes. He knows what he wants and what looks good. He's got great ideas and a wealth of expertise," says Kristanna Loken. "It's been an incredible learning experience."

"Arnold has a confidence about him that he brings to his character and to the set," Nick Stahl observes. "Every day I went to work was exciting. Arnold is incredibly focused, but he likes to have fun, and his attitude rubs off on everybody in the cast and crew."

"It just doesn't get any bigger than Arnold Schwarzenegger," adds Claire Danes. "He's an imposing guy in shorts and flip-flops, let alone in his full Terminator gear. It's been totally surreal to find myself in a scene with this character I've known all my life."

Unlike action veteran Schwarzenegger, none of his costars had ever done an action or visual effects movie prior to *Terminator 3*. "In some ways it's the most difficult job for an actor to do," Mostow says. "It requires a tremendous amount of imagination and physical stamina to pull off visual effects scenes, to perform take after take to get the best, most accurate shot possible. It's exhausting work."

"I knew it was going to be a physical shoot, but I wasn't prepared for the number of takes this kind of film requires," says Stahl, who did some weapons training and learned to ride a motorcycle for the movie. "It takes quite a lot of endurance."

"It took me about a month to finally accept that I was making an action movie," Danes jokes. "I kept wondering why I was so winded all the time."

According to Schwarzenegger, Stahl and Danes performed extremely well under fire. "Nick and Claire were really fun to work with. They had a lot of energy and they went that extra mile, even though it was very, very hard work."

In preparing to play Skynet's most advanced cyborg killing machine ever, Loken trained intensively for six weeks prior to production. "I really wanted to convey the T-X's strength, so I needed to make sure that was apparent in my physicality," says Loken, whose workouts included weight and weapons training, an Israeli form of fighting called Krav Maga, and study with a renowned mime coach to perfect her machine-like movements and demeanor. "I kept seeing Arnold in my workouts and pushing myself, going, 'Okay, I can do it, I can do it,'" she

remembers, laughing. "I love getting right in there and doing whatever it takes to make it look as great as it possibly can. All the training was really important. I built a lot of muscle and my body really changed."

"Kristanna was incredible," Schwarzenegger says. "She totally committed to the role and she sold the character one hundred percent."

Loken didn't hesitate when Mostow advised her that she would need to film a "birthing scene," in which all Terminators arrive from the future – in the buff. In Loken's case, the T-X arrives in the window of an upscale boutique in Beverly Hills. "How can you pass up an opportunity to be nude on Rodeo Drive? It just doesn't get any more exhilarating than that," Loken says with a laugh. "I had such a moment while we were shooting that scene. I was in that crouched position thinking, 'Wow, I'm a Terminator in a *Terminator* movie!'"

"I had more people trying to come visit me on the set the night we shot the T-X arrival scene than any other," Mostow says, only half-joking.

From shutting down and dressing Rodeo Drive for the T-X's arrival to creating the retro-futuristic compound Crystal Peak for the film's climactic finale, production designer Jeff Mann worked in collaboration with Mostow to design sets that would not imitate the look of the previous *Terminator* films. "Jonathan wanted the production design to serve the story," Mann says, "and he wanted it to convey a sense of real life happening in the middle of this other-worldly event. My challenge was to make the environments rich and unique, and yet keep them real."

Over a four month prep period, Mann and his crew of 350 artisans designed and constructed sets on six stages at Los Angeles Center Studio in downtown Los Angeles; three large-scale sets at the Boeing Plant in Downey, including the high-octane chase street; and the veterinary clinic set in Sunland. The filmmakers selected The Cowboy Palace, a legendary honky tonk bar in the San Fernando Valley, as the locale for a sequence in which the Terminator arrives in the desert and crashes a nearby bar in search of clothing. Several of Schwarzenegger's female employees were cast as extras in the scene. "We tried to get as many of the women from my office in that scene as possible, otherwise I would have never heard the end of it," Schwarzenegger says jokingly.

Like Schwarzenegger, Mostow approached his work on *Terminator 3* with enthusiasm and calm focus that was much appreciated by his cast and crew. "I don't know how he does it.

The pressure is immense," Danes wonders. "As a fan of his work, I knew I'd be in safe hands with Jonathan, but I never anticipated the set would be so relaxed and nurturing."

"I don't think I ever heard him raise his voice in five months of working together," Loken agrees. "He's always very calm, open and collaborative."

Although he had great confidence in Mostow going into production, Schwarzenegger had high expectations based on his previous *Terminator* collaborations with James Cameron. But the director quickly earned his complete trust. "After one week, I was so excited about Jonathan's work, I never looked at the monitor again," Schwarzenegger says. "He asked if I wanted to watch the dailies. I said, 'No. I totally trust you.'"

"I'm that same guy who was sitting in row 26 of a movie theater a decade ago watching *T2*, and if you had gone back with a time sphere into that movie theater and said, 'Jonathan, in the future, you will direct *Terminator 3* with Arnold Schwarzenegger,' never in a million years would I have believed you," says Mostow, who used the code name York Square on signs directing the crew to the production's secret locations, a nod to the location of a movie theater where he served as an usher when he was a kid. "Every day I went to work saying to myself, 'I can't believe I'm making a *Terminator* movie with Arnold Schwarzenegger.'"

ROBOTICS, VISUAL EFFECTS AND SOUND

A crucial collaborator in the production of *Terminator 3: Rise of the Machines*, Stan Winston is the renowned special effects make-up and animatronics wizard who brought to life James Cameron's vision of an eponymous assassin from the future in *The Terminator* and went on to win two Academy Awards for Best Make-Up and Best Visual Effects for his groundbreaking work in *T2: Judgment Day*. "Stan Winston is a genius," declares Arnold Schwarzenegger. "He is able to visualize things that you or I never could. Like a painter, he can take his vision and bring it to life in the most incredible way. His work in *Terminator 3* will blow people's minds once again."

Producer Andy Vajna concurs: "Stan is a very imaginative engineer who has the ability to meld emotion with mechanical precision, so while his robotic characters seem very human-like, they're chillingly scary."

"I take great pride in my role in bringing the Terminator to life," says Winston, also known for his innovative contributions to the *Jurassic Park* film series and, most recently, his

acclaimed work in *A.I. Artificial Intelligence*. "I very much wanted to be involved in bringing the character back for the third film, and I was excited by the challenge of creating the new Terminators, the T-X and the T-1."

Throughout the design and production processes, Winston's team of 150 artists at Stan Winston Studios pushed the limits of robotic and animatronic technologies. "In the first *Terminator* film, we depicted the T-101's naked endoskeleton through simple puppetry and minimal animatronics," he recalls. "For *T2*, we advanced our robotics and animatronics to create some extremely intricate puppets that replicated the liquid metal-based T-1000, which were then married with CG [computer graphics] effects. For *Terminator 3*, we created robotic technology beyond any in the world, in terms of movement and control, including NASA. So this film series has advanced our technology, and our technology has advanced the series."

Director Jonathan Mostow worked closely with Winston to develop the look of the T-1, the predecessor to the T-101 model played by Schwarzenegger. "I wanted to depict the first generation of Terminator robots, to show where it all began," Mostow explains. "So we asked ourselves what kind of weaponry would it have? What sort of sight system and articulated parts would it have? How would it move? We came up with this primitive but deadly robotic machine that is part tank, part robot."

Once the overall look and functions of the T-1 were determined, it was up to Winston's team to determine how to construct five of these hydraulically-controlled devices that roll on tank-like treads; have complete range of motion including head, neck, eye and arm movement; and control over their built-in gun turrets. After a final three-dimensional design of the T-1 was rendered via computer, the cosmetic parts of the T-1s were milled by computer-controlled machines and then sculpted, sanded and detailed by hand.

"There are no digital or miniature T-1s in this film – every one you see is a completely real, performing robot," Winston says proudly.

In addition to creating the "primitive" Terminator, Winston and company were responsible for designing what the hyper-advanced T-X model looks like underneath her seductively deceptive liquid metal exterior, as well as her weapons – namely, the plasma gun housed in her right arm. As Winston describes, "The mechanical design of the T-X is much more refined than the T-101 model, where the motors and the hydraulics are exposed. Everything was designed to be internally compacted in the T-X. We also wanted to make it easy to replicate and blend with the animatronic and CG versions of the character. I think we've

created a really sexy, extremely advanced-looking robot that is, from an artistic standpoint, one of the best characters we've ever created at Stan Winston Studio ."

Because certain sequences involving fire and explosions were too dangerous for Schwarzenegger and costar Kristanna Loken to perform, Winston and his team also constructed flawless, life-size, fully-operational robotic replicas of their characters. "When we took photographs of me standing next to the T-101 robot Stan created," Schwarzenegger recounts, "I argued with the photographer afterward over which one was me and which was the machine! I have never seen such an amazing likeness of me."

"If you put Arnold side by side with his robot, you truly can't tell the difference," Mostow concurs.

For a sequence in which the Terminator rips open his chest cavity and pulls out his failing fuel cell battery – while driving a truck – Winston's team was able to create the illusion of a CG effect via an elaborate practical "gag," as the designer calls it.

"We created the body sitting in the driver's seat and then positioned Arnold in the back of the truck, with his head and arms coming through the seat so they look like they're connected to the body," says Winston, whose team took a cyber scans and made a full body cast of Schwarzenegger in the seated position to replicate the Terminator's body for the "high-art/low-tech" simulation.

"Every time you bring the Terminator character back to the screen, you have to do so in a different and more spectacular fashion," says Winston of his filmmaking philosophy. "For our depiction of the T-101 in *Terminator 3*, we integrated prosthetic makeup, CG and animatronic technology to present Arnold's character in ways that audiences have never seen."

Winston shared all of his Studio's designs and models with his *Terminator 3* collaborators at Industrial Light & Magic, whose artisans painstakingly rendered the film's most complicated visual effects shots. VFX supervisor Pablo Helman and his team at ILM seamlessly integrated multiple elements in creating, including green screen, Winston's animatronics, miniatures, motion capture, motion control, computer generated imagery, the actors' performances and background environments.

"It would not have been possible to make this movie five years ago, or even one year ago," Mostow says. "We have utilized the most state-of-the-art visual effects technology that exists."

In some cases, Helman and the ILM team had to invent technology to achieve the

complex imagery Mostow envisioned. It took the VFX pioneers six months to develop a method to simulate a sequence in which the T-X's liquid exterior is magnetized to the point of peeling off, revealing her alloy endoskeleton. "We had no application for creating and controlling streams of liquid metal," Helman explains, "so we had to begin by determining the density, weight, shape and mass of this material, and how it would move under these conditions. It was a really complicated process."

For the Terminator's brutal battle against the T-X, Helman and company used CG to partially and entirely simulate the killer robots in various shots, as well as enhance the machines' destruction of the sleek bathroom where their no-holds-barred confrontation takes place. Helman recalls Mostow's vision for the sequence: "Jonathan said, 'At the beginning of the fight I want the bathroom to be there, and by the end I want it to be completely gone.' It required a tremendous amount of visual effects to accomplish, and in some shots, large sections of the bathroom are completely computer generated."

"It was actually a much more complicated sequence from a visual effects standpoint than the audience will ever realize," Mostow emphasizes.

The visual effects team was also responsible for simulating a 100-ton crane flipping over at the climax of the film's frenetic urban chase sequence. After collaborating with stunt coordinator Simon Crane to design the sequence using computer animatics, Helman was called in to make the impossible possible when the filmmakers deemed it too dangerous and impractical to perform the stunt with the actual vehicle. "I said, 'We can do it digitally.' Then I went back to ILM and said, 'You guys, are you sure we can do this?'" Helman says, laughing. "Our job was to make sure it looks like a real crane, and that it follows the trajectory of a vehicle of that size flipping over and reacting to gravity. By using photos of the actual crane and extensive research on its movement and mechanics, we completed the sequence with great results."

Perhaps the most challenging sequence for the visual effects team to render is the explosive scene at the cemetery, where the T-X morphs from the identity she's adopted as Kate Brewster's fiancé back to her feminine guise, revealing her sophisticated endoskeleton in the process. In order to capture all of the elements needed to composite the sequence, Helman and his crew used a motion control device to repeat the same camera move multiple times, capturing a different visual "layer" with each pass. "Visual effects is about having control over the images, and the only way to do that is to separate every little element, which takes a lot of time, resources and planning," says Helman, who spent many hours filming the necessary shots for the sequence.

"For example, because the actor playing Kate's fiancé is a lot shorter than Kristanna, we had to build some special shoes for him to wear while filming so they would be on the same level, otherwise we wouldn't have been able to morph them so fluidly."

In addition, Helman and ILM utilized miniatures and CG to create numerous visual effects for the film's flash-forward sequences depicting the machines' post-apocalyptic war on humanity, and used CG to simulate the smaller "hunter-killers" encountered by the characters in the present.

While the *Terminator* series is best known for its sophisticated storytelling, indelible characters and spectacular visual effects, sound design plays a crucial role in the films' visceral impact on audiences. Mostow, whose *U-571* was nominated for an Academy Award for Best Sound Mixing and won the Oscar for Best Sound Editing, prides himself on creating a dynamic sound design for his films. For *Terminator 3*, he employed supervising sound editor Stephen Hunter Flick and supervising sound mixers Kevin O'Connell and Greg P. Russell. (O'Connell has earned a record 16 Oscar nominations for Best Sound Mixing.) Like the artists at Stan Winston Studio and ILM, the sound team had to create the aural characterizations of the T-X and the T-1s, in addition to every other sonic element of the film.

"We have sequences in this movie with over 1,000 simultaneous tracks of audio," Mostow reveals. "Creating the sound design for *Terminator 3* was a round-the-clock effort over a period of five months."

* * *

ABOUT THE CAST

There was no way of knowing it at the time, but a baby boy born in Graz, Austria, was pre-destined for greatness. His father strongly encouraged him to become involved in athletics in order to develop a strong sense of determination…a trait that evolved into nothing short of a dogged pursuit of excellence in every aspect of his life. He participated in the sport of soccer and competed in track and field events before discovering his true passion for weight lifting at the age of 15. Three years later, he trained as a professional bodybuilder and by the age of 20, he became none other than Mr. Universe. That baby boy grew up to be **ARNOLD SCHWARZENEGGER** (Terminator).

Schwarzenegger would of course go on to become one of the most successful entertainers in box office history, but before the Austrian bodybuilder immersed himself in his lifelong ambition to act, he moved to the United States and received a business degree from the University of Wisconsin. His humanitarian contributions subsequently garnered him an honorary doctorate from the same university. While attending the University of Wisconsin, he continued to compete in bodybuilding, packing an unprecedented thirteen world titles under his belt, including Mr. Universe, Mr. Olympia and Mr. World. With an international fan base, charisma, growing popularity and natural talent in front of media and cameras, his goal of launching a motion picture career was the next logical and inevitable transition.

In 1970, he landed a small role in the aptly titled *Hercules in New York.* Another minor break followed when director Bob Rafelson cast him in a key role opposite Sally Field and Jeff Bridges in *Stay Hungry.* His performance not only earned him winning reviews, but even a Golden Globe Award for Best Newcomer that year. But it would be the critically acclaimed 1977 film *Pumping Iron* that really captured his engaging, natural presence in front of the camera. The feature-length documentary about the Mr. Olympia competitions would ironically allow him to put his own Mr. Universe moniker aside and pursue acting full-time.

A romantic action-comedy western called *The Villain* was released next, pairing Schwarzenegger with Kirk Douglas and Ann-Margret. That same year, Arnold agreed to play the part of Mickey Hargitay opposite Loni Anderson in *The Jayne Mansfield Story.* But it wasn't until 1982 that the former bodybuilder really made his mark on the Hollywood scene in director John Milius' interpretation of *Conan the Barbarian,* in which Arnold portrayed the overblown comic-book hero of the mystical Dark Ages. The film grossed over $100 million worldwide,

spawning a popular sequel called *Conan the Destroyer* and securing Schwarzenegger a devoted following around the globe.

Soon after becoming a naturalized citizen of the United States in 1983, Schwarzenegger took a chance on a low-budget independent film by an unknown director named James Cameron. A futuristic thriller that featured Arnold as one of the most terrifying villains in movie history, *The Terminator* was a runaway box-office hit. Cited by *Time* magazine as one of the year's Ten Best Films, the success of *The Terminator* immediately thrust its star into the forefront of Hollywood's elite. Over the next few years, his name would become virtually synonymous with the term "action hero" due to a phenomenal string of crowd-pleasing and money-making adventure films including: *Commando*, *Raw Deal*, *Predator*, *The Running Man*, *Red Heat* and *Total Recall*.

Schwarzenegger was determined to realize yet another one of his goals by tapping his previously unknown talents as a comedic actor. The result was the 1988 movie *Twins* in which Arnold starred alongside Danny DeVito with Ivan Reitman directing. The film's triumphant success paved the way for a reunion of sorts when the two actors, directed again by Reitman, starred together in 1995's *Junior*. True to form, Schwarzenegger received a Best Actor in a Comedy Golden Globe nomination for his performance.

Despite Arnold's success and accomplishments in comedy, it was definitely action that became his signature statement on the big screen. And nothing could have prepared Arnold fans for the hugely successful sequel to his breakthrough role as a killer cyborg from the future in *Terminator 2: Judgment Day*. The big-budget follow-up to the sleeper hit seven years earlier brought in more that $500 million worldwide, his greatest commercial success to date and one of the biggest grossing films of the decade.

To this day, Schwarzenegger continues to be the driving force behind many of the industry's biggest blockbusters, including *True Lies*, *Eraser*, *Batman and Robin*, *Kindergarten Cop* and *End of Days*. He even became active behind the scenes of movie-making, directing an episode from the popular HBO series *Tales from the Crypt* called "The Switch" and a Turner Network Television (TNT) remake of the holiday classic *Christmas in Connecticut* starring Dyan Cannon, Kris Kristofferson and Tony Curtis. In late 2000, Schwarzenegger released the science fiction action picture *The 6th Day*, and in 2002, the much anticipated action thriller titled *Collateral Damage* hit theaters. Schwarzenegger also has plans to shoot the highly anticipated

True Lies 2 with Jim Cameron in 2003 and has a *Conan* sequel as well as the remake of the classic *Westworld* slated to follow.

But for all the hype surrounding his career in bodybuilding and in Hollywood, Arnold Schwarzenegger's most gratifying accomplishments are much more steeped in reality. He has made countless contributions of his time and energy, not to mention his personal finances, to philanthropic organizations around the world. He was named the International Weight Training Coach of the Special Olympics in 1979, and serves as a Global Ambassador to the organization founded by his mother-in-law, Eunice Shriver, in 1967. He was appointed Chairman of the President's Council on Physical Fitness and Sports under the Bush Administration from 1990 to 1993, and also served as the Chairman for the California Governor's Council on Physical Fitness and Sports under Pete Wilson.

In 1991, Schwarzenegger began a term as Executive Commissioner of the Hollenbeck Youth Center Inner-City Games in Los Angeles. He believed strongly that educating kids, giving them opportunities, encouraging them to set and reach goals, helping them to become winners and offering a sense of pride and accomplishment was the only way to break the cycle of poverty, despair and untimely death for kids in our inner-cities. Four years later, in collaboration with Hollenbeck's Director Danny Hernandez, Schwarzenegger established the National Inner-City Games Foundation and serves as its National Chairman. Schwarzenegger wanted to create alternatives for kids to violence, drugs and gangs during the critical hours after school, on weekends and during the summer. What started as a summer athletic competition became so successful that ICG now provides year-round opportunities for under-privileged children to participate in educational, cultural and community enrichment programs as well as computer and sports activities. ICG offers competitions and clinics around the country, building confidence and self esteem as well as encouraging the youth of America to say "no" to gangs, drugs and violence while saying "yes" to hope, learning and life. From humble origins in Los Angeles, the foundation now stretches to fifteen cities around the nation reaching over 250,000 kids in over 400 schools. Schwarzenegger does not merely lend his name to the Foundation but acts as a child advocate – he rolls up his sleeves and flexes his muscles traveling the country meeting with local officials, educators, administrators and kids to ensure the program's continued growth and success.

The latest project of Arnold Schwarzenegger and the Inner-City Games Foundation is Arnold's All-Stars – an organization dedicated to providing specially designed after-school

programs offering academic, recreational and cultural enrichment programs for every middle school in the state of California to help young people improve in school and in life. In addition, Schwarzenegger put his muscles where his mouth is and created an after-school initiative – the After School Education and Safety Act of 2002 (Proposition 49), which was recently passed in the California election. As the initiative's sponsor, author and Chairman, Schwarzenegger designed the program to make state grants available to every public middle school in California to create quality after-school programs for its kids.

Arnold's efforts have certainly not gone unnoticed over the years. Just some of the many acknowledgments he has received include the National Association of Theater Owners inventing a new award to present to him at the ShoWest convention in February of 1993: International Star of the Decade. In both 1991 and 1997, he was lauded with the Simon Wiesenthal Center's National Leadership Award for his support of the organization's Holocaust studies. He was also the recipient of the ShoWest Humanitarian of the Year Award in 1997 and in 1998 received the Moving Picture Ball's American Cinematheque Award. In 2000, he was recognized by Boys and Girls Town with the Father Flanagan Service to Youth Award for his efforts with ICG and Special Olympics and received the AFMA's top honor as World Wide Box Office Champ.

He has most recently been honored in 2001 at the International World Sports Awards with their highest honor, the Lifetime Achievement Award, for his accomplishments as an athlete and for promoting health, sports and fitness among children. In the same year he was also awarded the Taurus Honorary Award by the World Stunt Awards organization to honor his body of work, which consistently supports and celebrates the art and science of stunts in cinema. In 2002, he was given the esteemed honor of the Muhammad Ali Humanitarian Award, presented to him by Ali, a longtime friend and sports mentor. He also recently was honored with the Caritas Award for Spirit of Charity from St. Johns Hospital with wife Maria Shriver.

In 2002 Schwarzenegger was selected by Los Angeles Mayor James Hahn to light the Olympic cauldron during the countrywide torch run for the summer 2002 Olympics. Schwarzenegger has also received several honorary degrees in recent years. His alma mater, the University of Wisconsin, presented him with the Honorary Doctorate of Humane Letters in 1979; Imadec University in Vienna bestowed an Honorary Doctorate in Business Administration for his Life Achievements in 2001 and in 2002; Chapman University presented him with a Doctorate of Humane Letters for his work with Special Olympics as well as Inner City Games.

In addition, Schwarzenegger is a well-respected investor and business entrepreneur, event producer and author. He has significant commercial real estate holdings in Southern California and considerable corporate investments. Schwarzenegger is a partner with the Limited, Inc. and Georgetown Associates in the Easton Town Center, a one million square-foot urban entertainment and retail shopping center located in the northeast quadrant of Columbus, Ohio, which was opened in 1999. He is also a producer of the Arnold Classic, one of the largest annual bodybuilding and fitness events in the world. The weekend long expo is attended by over 70,000 people and features over 600 booths including the Arnold Strong Man Competition, The Powerlifting World Championship, The Karate World Cup Championship, and a handicapped competition. Schwarzenegger is also the author of many books including *Arnold, The Education of a Bodybuilder* as well as two volumes of the *Encyclopedia of Modern Bodybuilding*.

Throughout his lifetime, Arnold Schwarzenegger has provided the world with so many significant contributions and achievements along a broad spectrum of work ranging from acting, directing and producing to athletic competitions, business ventures and community service. From his early days as Mr. Universe to a well-respected patron of the arts to reigning box office champion he expects the best from himself and inspires the best in others. All the while Schwarzenegger puts his family first – as husband of fifteen years to broadcast journalist Maria Shriver and father to their four children Katherine, Christina, Patrick and Christopher.

For additional information about Arnold Schwarzenegger please visit www.schwarzenegger.com.

After an impressive feature film debut at the age of twelve in *The Man Without a Face*, opposite Mel Gibson, **NICK STAHL** (John Connor) continues to display a broad range of talent in a variety of films. Perhaps most notable is his performance opposite Marisa Tomei in the critically acclaimed, Academy Award-nominated film *In the Bedroom*. Also memorable was his chilling performance in director Larry Clark's *Bully*, opposite Brad Renfro and Bijou Phillips. His other film credits include *The Thin Red Line*, directed by Terrence Malick and co-staring Sean Penn and George Clooney, and *Safe Passage*, opposite Susan Sarandon and Sam Shepard. Recently, Stahl was seen in the Sundance feature *Bookies*, opposite Rachel Leigh Cook and Lucas Haas.

Currently, Stahl is shooting the HBO original series *Carnivale*. Created by Daniel Knauf, *Carnivale* focuses on a charismatic, shadowy radio evangelist and a mysterious 18-year-old

fugitive (Stahl) who is taken in by the carnival as it travels across the Oklahoma Dust Bowl in the 1930s.

Born in Harlington, Texas and raised in Dallas, Stahl performed in children's plays at the age of four. His first professional role was at the age of ten in the television movie *Stranger at My Door* with Robert Urich. He followed with another movie of the week, *A Woman With a Past*, opposite Pamela Reed. Shortly thereafter, he received the coveted role of the young boy in *The Man Without a Face* who brings out the love in a physically and emotionally scarred man (played by Mel Gibson). Gibson gave him the role over thousands of others after being impressed by his screen test.

The following year he completed another movie for television, *Incident in a Small Town*, with Walter Matthau, and the Disney feature *Tall Tale*, in which he co-starred opposite Patrick Swayze. Stahl also co-starred with Martha Plimpton in Tim Blake Nelson's directorial debut, *Eye of God*, which premiered at the Sundance Film festival.

Stahl currently lives in Los Angeles.

A remarkable actress with grace and poise beyond her years, **CLAIRE DANES** (Kate Brewster) has already established herself as one of Hollywood's leading actresses.

Danes co-starred in the Academy Award-winning *The Hours*, directed by Stephen Daldry and starring Nicole Kidman, Julianne Moore and Meryl Streep, and she also recently starred opposite Susan Sarandon, Jeff Goldblum, Ryan Phillippe and Kieran Culkin in the acclaimed *Igby Goes Down*. Danes has also completed production on Thomas Vinterberg's *It's All About Love*, in which she co-stars with Joaquin Phoenix as a world famous ice-skater who must fight to save her marriage.

Danes received rave reviews for her performance as Juliet in Baz Luhrman's exuberant and energetic remake of *William Shakespeare's Romeo + Juliet*, opposite Leonardo DiCaprio. Critical acclaim was also bestowed upon Danes for her role as Beth in director Gillian Armstrong's *Little Women*. Danes starred alongside Winona Ryder, Susan Sarandon, Trini Alvarado, Kirsten Dunst, Samantha Mathis, Christian Bales, Gabriel Byrne and Eric Stoltz in the 1994 remake of the classic Louisa May Alcott novel.

Danes also received accolades for her portrayal of Rachel, an awkward teenager trying to understand her father's problems while feeling the first stirring of passion in herself, in *To Gillian On Her 37th Birthday*. Michelle Pfeiffer and Peter Gallagher starred opposite Danes in

director Michael Pressman's film.

Other film credits include Fox 2000's *Brokedown Palace* opposite Kate Beckinsale; Universal's *How to Make an American Quilt*; director Billie August's *Les Miserables*; Francis Ford Coppola's *The Rainmaker*; Oliver Stone's *U Turn*; *The Mod Squad*; Jodie Foster's *Home For the Holidays*; *Polish Wedding*; and *I Love You, I Love You Not*.

Danes first came to prominence in Ed Zwick and Marshall Hershkovitz's critically acclaimed *My So-Called Life*, where she starred as Angela Chase in the ABC series. The role earned Danes a Golden Globe award and an Emmy nomination.

KRISTANNA LOKEN (T-X) has recently appeared in several independent feature films, including *Panic*, *Gangland* and *Academy Boyz*. On television, she had recurring roles on the shows *Philly*, *Law & Order* and *Just Shoot Me!*, amongst many others.

Loken is perhaps best known for her role as 'Sarah' on the well-received show *D.C.* and to genre fans for her portrayal of 'Taja' on television's *Mortal Kombat: Conquest* series. She also starred in several other popular television series such as *Unhappily Ever After*, *Pensacola: Wings of Gold* and *Aliens in the Family.*

Loken was raised on an organic fruit farm in upstate New York, where she spent her time riding horses and studying dance. She currently resides in Los Angeles.

DAVID ANDREWS (Robert Brewster) came to *Terminator 3: Rise of the Machines* after he caught director Jonathan Mostow's eye in HBO's *From the Earth to the Moon*, on which Mostow worked as a director.

Andrews was born and raised in Baton Rouge, Louisiana. He graduated *summa cum laude* from Louisiana State University and then went on to graduate from Stanford School of Law, practicing law in California for 8 long months before taking the "hard right" onto the acting road.

He has worked with some of Hollywood's most respected directors: Ridley Scott in *Hannibal*, Lawrence Kasdan in *Wyatt Earp*, David Fincher in *Fight Club* and Ron Howard in *Apollo 13*, in which he played astronaut Pete Conrad opposite Tom Hanks. He again teamed with Hanks and Imagine on *From the Earth to the Moon*, the Emmy-Award winning HBO mini-series, receiving critical acclaim for his portrayal of Frank Borman, Commander of the Apollo 8 mission. He was tapped again by this team for their award-winning miniseries *Band of Brothers*.

Andrews began his film career cast as an unknown, starring as Sam Treadwell in the now cult-classic *Cherry 2000* for Orion Pictures. He also starred in Stephen King's *Graveyard Shift*, *Under Pressure*, *A Walk to Remember* and numerous independent films including *Two Soldiers*, *The Waiter*, *Town Diary* and *The Chester Story*.

Andrews has also starred in four prime time series (*The Monroes*, *Mann & Machine*, *The Antagonists* and *Pulaski*, for which he received a CableACE Award nomination for best actor). He has worked in numerous mini-series and television movies including *Switched at Birth*, *Sophie and the Moonhanger*, *Living a Lie* and *The Burning Bed*. He has guest-starred on numerous television shows including *Six Feet Under*, *The Practice*, *Touched by an Angel*, *Miami Vice* and *Just Shoot Me!*.

He has played a wide range of characters onstage in both New York and Los Angeles in productions of *Sweet Bird of Youth*, *End of the World Friday*, *The Heart Outright*, and Sam Shepard's *Fool for Love*.

David Andrews currently lives with his family and dog, Radar, in North Carolina.

ABOUT THE FILMMAKERS

Prior to *Terminator 3: Rise of the Machines*, **JONATHAN MOSTOW** (Director) directed and wrote the hit action thriller *U-571*, starring Matthew McConaughey, Harvey Keitel and Jon Bon Jovi. The WWII submarine movie from Universal Pictures was #1 at the box office for two consecutive weeks. The film garnered two Academy Award nominations and an Oscar for Best Sound Editing.

Mostow's theatrical film debut was as writer and director of the critically acclaimed 1997 Paramount thriller *Breakdown*, starring Kurt Russell and Kathleen Quinlan. The same year, he executive produced *The Game*, starring Michael Douglas and Sean Penn. Both films opened at #1 at the box office.

In 1998, Mostow directed Tom Hanks in "La Voyage Dans La Lune," the finale episode of the Emmy Award-winning HBO mini-series *From the Earth to the Moon.*

Mostow is partnered with producer Hal Lieberman in Mostow/Lieberman Productions. Based at Universal Studios, the company is in development on a number of feature and television projects.

Mostow began his filmmaking career as a student at Harvard University, where he directed numerous award-winning shorts and documentaries. His 1991 feature-length directorial debut, the Showtime television thriller *Flight of the Black Angel*, earned him a CableACE nomination for Best International Movie or Special.

MARIO F. KASSAR (Producer), a major innovator in international motion picture production, financing and distribution, is co-president of C2 Pictures. Renowned for his talent to green-light projects that go on to become worldwide blockbusters, Kassar served as Executive Producer of such hits as the *Rambo* films, *Terminator 2: Judgment Day*, *Basic Instinct*, *Total Recall*, *Cliffhanger* and *Stargate*, among others. In total, his films as producer and executive producer have grossed more than $2 billion in worldwide theatrical box office.

In 1976, Kassar co-founded Carolco, which became a major force among independent production companies. Carolco's first production venture made motion picture history when a new American hero, John Rambo, was introduced to audiences in *First Blood.* This Sylvester Stallone action adventure became an international blockbuster, grossing $120 million worldwide.

Three years later, in 1985, the company released *Rambo: First Blood Part II,* which grossed $300 million worldwide.

With Carolco partner Andrew Vajna, Kassar executive produced such films as Alan Parker's *Angel Heart*, *Rambo III*, and *Johnny Handsome.* Other projects include *Music Box*, *Mountains of the Moon*, *Total Recall*, *Air America*, *Narrow Margin* and *Jacob's Ladder.*

In late 1989, Kassar became the sole chairman of Carolco. He subsequently executive produced such films as the critically acclaimed *Rambling Rose* (which received Academy Award nominations for Best Actress and Best Supporting Actress), *The Doors*, *LA Story*, *Terminator 2: Judgment Day* (which grossed over $500 million worldwide and was the winner of four Academy Awards), *Basic Instinct* (which garnered two Oscar nominations), *Universal Soldier*, and *Cliffhanger* (which also earned two Oscar nominations).

With Sir Richard Attenborough, Kassar produced *Chaplin*, which was honored with three Academy Award nominations, including one for Robert Downey Jr. for Best Actor, and three Golden Globe nominations.

Kassar served as executive producer of the science-fiction hit *Stargate*, which was named Best Science Fiction Movie by the Academy of Science Fiction, Horror and Fantasy, Paul Verhoeven's *Showgirls*, Renny Harlin's *Cutthroat Island*, and Adrian Lyne's controversial remake of *Lolita*, starring Jeremy Irons, Melanie Griffith, Frank Langella and introducing Domique Swain as Lolita.

After completing a multi-year agreement to develop and produce motion pictures for Paramount Pictures, Kassar re-teamed with his former partner Andrew Vajna in 1998 to form C2 Pictures. Together, they intend once again to develop and produce the event-oriented motion pictures for which they are both known. Last year, they produced *I Spy* starring Eddie Murphy and Owen Wilson, and have many other pictures on their slate.

ANDREW G. VAJNA (Producer), one of the motion picture industry's most experienced and dedicated executives, is an expert in the financing, development, marketing and selling of motion pictures for worldwide audiences. Vajna launched his career in the entertainment industry with his purchase of motion picture theaters in the Far East. After Vajna negotiated the sales of Panasia to Raymond Chow's Golden Harvest Company in 1976, he and Mario Kassar formed Carolco, specializing in sales, financing and distribution of films

worldwide. In less than four years, Carolco became one of the top three foreign sales organizations in motion pictures.

In 1982, Vajna was a founder and then president of the American Film Marketing Association. During that same year, Vajna and Kassar made their film production debut with *First Blood.* Starring Sylvester Stallone, *First Blood* became a phenomenal success, grossing $120 million worldwide. It also rocketed Carolco into the forefront of independent production companies. *Rambo: First Blood Part II* was released in 1985, generating more than $300 million worldwide, making it one of the most profitable films in the history of movie-making.

Vajna was executive producer with Mario Kassar on such films such as Alan Parker's *Angel Heart*, *Rambo III*, and *Johnny Handsome.* Other projects included *Music Box*, *Mountains of the Moon*, *Total Recall*, *Air America*, *Narrow Margin* and *Jacob's Ladder.* Vajna and Kassar financed the production of these pictures overseas by pre-selling the foreign rights.

In December 1989, Vajna sold his interest in Carolco and founded Cinergi Productions, Inc. Cinergi Productions was engaged in the financing, development, production and distribution of major event motion pictures. As part of its business plan, Cinergi formed a strategic alliance with The Walt Disney Company for distribution of Cinergi motion pictures in the United States, Canada and Latin America. Vajna's strategy was to develop long term relationships with certain talent and to produce a steady supply of two to four event pictures each year and pre-sell them overseas using output and other arrangements.

Medicine Man, starring Oscar winner Sean Connery and directed by John McTiernan, was Cinergi's first production in 1992. Christmas 1993 saw the release of *Tombstone*, a portrayal of the Wyatt Earp/Doc Holiday legend starring Kurt Russell and Val Kilmer, directed by George Cosmatos. In 1994, Cinergi released *Renaissance Man*, starring Danny DeVito and directed by Penny Marshall, as well as *Color Of Night*, starring Bruce Willis and Jane March, directed by Academy Award-nominated director Richard Rush.

The summer of 1995 saw the release of two Cinergi productions. The first was *Die Hard: With a Vengeance,* which is the third installment of the highly successful Die Hard series. The film starred Bruce Willis, Jeremy Irons and Samuel Jackson and was directed by John McTiernan. The film grossed over $365 million worldwide. The second summer release was *Judge Dredd* starring Sylvester Stallone and directed by Danny Cannon.

Also in 1995, Cinergi released two more highly-anticipated films. The first was *The Scarlet Letter* starring Demi Moore, Gary Oldman and Robert Duvall. Based on Nathaniel

Hawthorne's story of illicit love in Puritan New England, the film was directed by two-time Academy Award nominee Roland Joffe. Next to be released was *Nixon*, starring Anthony Hopkins as the beleaguered president. The film chronicles the life and controversial career of Richard M. Nixon, and was directed by Academy Award winner Oliver Stone. *Nixon* was released in December and received four Academy Award nominations.

Another Cinergi release, *Evita*, which starred Madonna and Antonio Banderas, won the Golden Globe for Best Picture of 1996. The story of Evita Peron, the wife of Argentina's former dictator Juan Peron, was directed by Alan Parker. Together with Summit Entertainment, Andrew Vajna financed the above pictures overseas by pre-selling the foreign rights.

In 1998, Vajna took Cinergi private by buying out the public stockholders. Thereafter, he re-teamed with his former partner, Mario Kassar, to form C2 Pictures. Together, they intend to once again develop, produce and sell the event-oriented motion pictures for which they are both known. Last year, they produced *I Spy* starring Eddie Murphy and Owen Wilson, and have many other pictures on their current slate.

JOEL B. MICHAELS (Producer) began his career in the entertainment business as an actor. He became a member of the Stratford Shakespeare Festival Theatre in Ontario, Canada as well as performing on television with the CBC in Canada and on British television.

Michaels began producing films in 1970 and during his career as a feature film producer, he was President of Production and Distribution at Cineplex Odeon Films from 1986 through 1990. In that position, he initiated production of films such as Oliver Stone's *Talk Radio*; John Schlessinger's *Madame Sousatzka* starring Shirley MacLaine; the four-time Academy Award nominated Martin Scorcese production of *The Grifters* directed by Stephen Frears and starring Anjelica Huston, Annette Bening and John Cusack; *The Glass Menagerie* directed by Paul Newman, starring Joanne Woodward and John Malkovich; the Merchant/Ivory production of *Mr. and Mrs. Bridge* starring Paul Newman and Joanne Woodward, for which Joanne Woodward received an Academy Award nomination for best actress; and Martin Scorsese's production of *The Last Temptation of Christ* in partnership with Universal Pictures.

When Michaels completed his tenure with Cineplex Odeon Films he reunited with Mario Kassar at Carolco Pictures where he had collaborated on films with Kassar and Andy Vajna in the early 1980s and produced *The Silent Partner* starring Elliot Gould, Christopher Plummer and Susannah York; *The Changeling* starring George C. Scott; *Tribute* starring Jack Lemon, for

which he received a best actor Academy Award nomination; and *The Amateur* starring John Savage, Martha Keller, and Christopher Plummer.

In the early 1990s Michaels produced the following films for Carolco Pictures: Adrian Lyne's *Lolita*; Renny Harlin's *Cutthroat Island*; *Last of the Dogmen* starring Tom Berenger and Barbara Hershey; Roland Emmerich's *Stargate* starring Kurt Russell and James Spader; and Emmerich's *Universal Soldier* starring Jean-Claude Van Damme.

In 1996, Michaels was President of MK Productions where he headed up Mario Kassar's production company at Paramount Pictures until 1998 when he joined C2 Pictures.

Amongst the many films Michaels produced throughout his career are *Three of Hearts* starring Billy Baldwin, Kelly Lynch and Sherilyn Fenn; *Black Moon Rising* starring Tommy Lee Jones and Linda Hamilton; *The Philadelphia Experiment* and *Losin' It* starring a young Tom Cruise and directed by Curtis Hanson.

In addition to the projects currently in development at C2 Pictures where Michaels serves as President of Production, he has set up independent projects including the remake of *The Changeling* at Focus Features and *The Remains of the Piano* written and directed by Eric Idle at Stratus Films.

Producer **HAL LIEBERMAN** is currently in production on the family adventure *Around the World in 80 Days*, starring Jackie Chan and Steve Coogan, directed by Frank Coraci. The movie is currently shooting in global locations including Thailand and Berlin. Like the original, the film will feature cameos by well-known stars such as Arnold Schwarzenegger, Johnny Knoxville, John Cleese, Jim Broadbent and Kathy Bates.

Lieberman recently executive produced the international box office hit *U-571*, starring Matthew McConaughey and Bill Paxton. He also served as executive producer on *The Jackal*, starring Bruce Willis and Richard Gere.

Universal-based Mostow/Lieberman Productions is currently developing a number of projects including *Modern Bride* for Disney, *Mexicali* for MGM and *Around the World in 80 Days*.

Lieberman began his entertainment career as a screenwriter. He was soon hired as a production executive for Universal Pictures where he moved up through their ranks, eventually becoming President of Production for the studio. He was named Director of Development in 1987, and then promoted to Vice-President in 1992, and finally, President of Production in 1994.

During his tenure, Lieberman developed and supervised a diverse slate of films, including *Apollo 13*, *Fried Green Tomatoes*, *The Nutty Professor*, *Liar Liar*, *Death Becomes Her*, *Dragonheart*, *The River Wild*, *The Paper*, *Billy Madison*, *Happy Gilmore* and *Problem Child.*

Producer **COLIN WILSON** began his film career working as an editor assistant on Richard Donner's special effects-laden *Superman* in 1978. Over the next two decades, Wilson honed his on-set expertise and has produced a variety of successful films, including *Jurassic Park*, *The Flintstones*, *Casper*, *The Lost World: Jurassic Park*, *Amistad*, *Small Soldiers*, *The Haunting* and *Lara Croft: Tomb Raider.*

Wilson began his long association with director Steven Spielberg and his production companies Amblin, and later DreamWorks SKG, when he first worked on *Raiders of the Lost Ark* as associate editor. He later worked on both of the *Raiders* sequels as well as *Who Framed Roger Rabbit*, which combined live-action and animation. On *Hook*, Wilson served as production effects producer. His expertise on FX was then utilized as associate producer on the blockbuster *Jurassic Park* and as producer of *Casper*.

Currently, Wilson is producing the epic *Troy* for Warner Bros. Pictures, starring Brad Pitt and Eric Bana, on location in London, Malta and Mexico.

JOHN BRANCATO & MICHAEL FERRIS (Screenplay and Story) have worked together for more than a decade, writing over a dozen films, including thrillers *The Net*, starring Sandra Bullock, and David Fincher's *The Game*, which they also co-produced. Their most recent television work was *The Others*, a series they created and produced for Steven Spielberg.

Pre-production is underway on their script for Warner Bros. Pictures' *Catwoman*, with Halle Berry in the title role, and they are about to begin writing another Warner Bros. Pictures project, a remake of the seventies sci-fi classic *Westworld*, with Arnold Schwarzenegger set to star.

TEDI SARAFIAN (Story) is currently writing a contemporary remake of *Creature from the Black Lagoon* for Universal Pictures and he recently completed a live-action version of *Sinbad* for Columbia with Neal Moritz producing and John Singleton attached to direct. Earlier in his career, Sarafian wrote and produced the Miramax thriller *Road Killers* and adapted the cult comic book *Tank Girl* for MGM/UA. He also re-wrote the blockbuster *Rush Hour* for New

Line. In television, Sarafian wrote and produced *Tidal Wave: No Escape* and the original adaptation of the mini-series *Dinotopia*.

MORITZ BORMAN (Executive Producer) is Chairman and CEO of Intermedia, the largest independent production and financing company in the motion picture industry, and Chairman of Intermedia's parent company IM Internationalmedia AG, which is publicly traded on the Prime Standard Segment of the Frankfurt Stock Exchange.

Prior to joining Intermedia, Borman founded and ran Pacifica Film Development, Inc., an entertainment financing company backed by the German production fund IMF. Pacifica later merged with international sales firm Intermedia to form IM Internationalmedia AG.

Since joining Intermedia, Borman has executive produced *Basic*, *The Life of David Gale*, *Dark Blue*, *The Quiet American*, *K-19: The Widowmaker*, *Blow Dry* and *The Wedding Planner*. In addition to *Terminator 3: Rise of the Machines*, Borman will serve as executive producer on the upcoming films *Mindhunters*, *Suspect Zero*, *Laws of Attraction*, *If Only*, *Joe's Last Chance*, *Me Again* and *Alexander*.

Under Borman's direction, in 2002 Intermedia's films were nominated for 5 Academy Awards and Chris Cooper won the Oscar as Best Actor in a Supporting Role for his work in Intermedia's *Adaptation*.

While running Pacifica, Borman executive produced such films as *Where the Money Is*, starring Paul Newman; *Nurse Betty*, starring Renee Zellweger, Morgan Freeman and Chris Rock; and *The Crow: Salvation*, starring Kirsten Dunst.

Between 1984 and 1989, Borman produced a number of features, including John Huston's *Under the Volcano*, which received two Academy Awards nominations; *The Lightship*, starring Robert Duvall and Klaus-Maria Brandauer; *Homer and Edie*, starring Whoopi Goldberg and Jim Belushi, which won First Prize at the San Sebastian Film Festival; and *Seven Minutes*, starring Brian Dennehy and Klaus-Maria Brandauer, which was voted outstanding Film of the Year at the London Film Festival.

Borman began his career in German television production in the 1970s as a producer and director. In 1977 he moved to Los Angeles where he became a Directing Fellow at the American Film Institute and in the following years produced and directed numerous programs for European television as well as TV commercials for American and European ad agencies.

GUY EAST (Executive Producer) was born in 1951 and is a British citizen residing in London. He was educated in England at Dover College and in France at College Stanislas, Paris. From 1970 to 1974, he studied English and EEC law at the University of Exeter in England. He then worked briefly for the investment bank Kleinwort Benson before joining the law firm Slaughter & May, where he qualified as a solicitor in 1978.

From 1980 to 1983, he was Senior Sales Executive for ITC Films International. In 1983, East was appointed Director of Distribution and Marketing at Goldcrest Films International, where he was responsible for the international distribution of such Oscar winning films as *The Killing Fields*, *The Mission*, *Hope and Glory*, *A Room with a View* and *The Name of the Rose.*

East was elected the first British Director of the American Film Marketing Association in 1985 and was appointed a Director of the European Organisation for the Collection of Film License Fees (AGICOA) in 1986.

In 1987, he joined Carolco Films International as Managing Director, where he was responsible, *inter alia*, for the international distribution of the films *Rambo III*, *Angel Heart* and *Red Heat*, as well as for the acquisition of the Oscar nominated film *Pathfinder.*

In 1988, East founded Majestic Films International, whose films have been nominated for 34 Academy Awards, winning a total of 15, including two Best Pictures for *Dances with Wolves* and *Driving Miss Daisy*. In 1992, East sold the company to the Italian Rizzoli Group.

In 1996, East founded Intermedia Film Equities Ltd with Nigel Sinclair. In early 2000, Intermedia merged with the German Pacifica Group and the new company, IM Internationalmedia AG, was floated on the German Neuer Markt on 18th May 2000.

In 2001, East was Executive Producer of two United States number one hits, *K-PAX*, starring Kevin Spacey and *The Wedding Planner*, starring Jennifer Lopez. In addition to *Terminator 3: Rise of the Machines*, other recent productions include *K-19: The Widowmaker*, starring Harrison Ford; *Adaptation*, starring Nicolas Cage; *Enigma*, starring Kate Winslet; *The Quiet American*, starring Michael Caine; Academy Award-winning *Iris*, starring Judi Dench, Jim Broadbent and Kate Winslet; *The Life of David Gale*, starring Kevin Spacey and Kate Winslet; and *Dark Blue*, starring Kurt Russell.

In 2002, East and Sinclair resigned as Co-Chairmen of Internationalmedia AG and founded Spitfire Pictures, whose first production is *Masked and Anonymous*, starring Bob Dylan, Penelope Cruz, Jeff Bridges and John Goodman.

East also owns Longford Wines Ltd., which trades in the UK in fine wines.

NIGEL SINCLAIR (Executive Producer) and his partner, Guy East, launched their independent feature film and television production company, Spitfire Pictures, in the summer of 2002. Prior to starting Spitfire, Sinclair and East co-founded Intermedia Films – one of the world's leading independent producers and distributors of major motion pictures.

In 2002, Sinclair produced, with Jeff Rosen, Bob Dylan's *Masked and Anonymous*, directed by Larry Charles and starring Bob Dylan, Jeff Bridges, Penelope Cruz, John Goodman, Jessica Lange and Luke Wilson. Sinclair is currently producing the definitive documentary on Bob Dylan's life, to be directed by Martin Scorsese.

In 2001, Sinclair executive produced two of the year's number one films in the U.S. -- *The Wedding Planner*, starring Jennifer Lopez and *K-PAX*, starring Kevin Spacey and Jeff Bridges.

Other recent productions on which he served as executive producer include the Academy Award-winning *Adaptation*, starring Nicolas Cage; *Iris*, starring Dame Judi Dench; the Academy Award and Golden Globe-nominated *The Quiet American*, starring Michael Caine; the Academy Award nominated *Hilary and Jackie*; Kathryn Bigelow's *K-19: The Widowmaker*, starring Harrison Ford; *Enigma*, starring Kate Winslet; and *Sliding Doors*, starring Gwyneth Paltrow.

Sinclair attended Cambridge University in England and earned a Master of Law from Columbia University in New York. He practiced law initially in England and subsequently in Los Angeles until 1996.

Sinclair currently serves as Chairman of the Board of Governors of the British Film Office in Los Angeles. In 2000, Queen Elizabeth appointed him a Commander of the British Empire (CBE) in recognition of his work in the film industry.

In a career spanning more than two decades, **GALE ANNE HURD** (Executive Producer) has produced more than two-dozen feature films that have generated billions of dollars in revenue and earned scores of prestigious awards. She has further distinguished herself by championing paradigm-shifting technological innovations and carving out a preeminent position within the previously all-male ranks of epic-scaled film production.

Hurd, the chairman of her own production entity, Valhalla Motion Pictures, most recently developed and produced *The Hulk*, directed by Academy Award-nominated director Ang Lee and scheduled for a June 20, 2003 release. An epic fantasy-adventure based on the Marvel

Comic character The Incredible Hulk, Hurd first acquired the rights to the character in 1991 and has tenaciously pursued bringing the project to the big screen. Hurd is currently developing with Marvel another classic comic property, *The Punisher*, for release by Artisan.

A Phi Beta Kappa graduate of Stanford University, Hurd began her entertainment career as an executive assistant to filmmaker Roger Corman, at whose legendary New World Pictures she learned all aspects of the business and rose to become New World's head of marketing and later, one of its producers.

In 1984, Hurd earned a place in film history with the first of many event-films she would produce: *Terminator*, which she also co-wrote, directed by James Cameron. That worldwide success was followed in 1986 by *Aliens*, which received seven Academy Award nominations, winning two. Hurd continued in the action-adventure genre with 1989's *The Abyss*, a groundbreaking film in its own right, which won the Oscar for Best Visual Effects and was honored with three additional Academy Award nominations. 1991 saw the release of *Terminator 2: Judgment Day*, that year's top grossing film and a technological tour de force. Its achievements in the realm of visual effects were rewarded with yet another Oscar.

Soon thereafter, Hurd formed No Frills Films in order to pursue the development and production of low-budget, high-quality feature films. The results were the critically acclaimed and award-winning films *Tremors*, *Safe Passage* and the Spirit Award and Sundance Audience Award-winning indie, *The Waterdance*.

In 1996, Hurd returned to event filmmaking with the Academy Award-winning *The Ghost and the Darkness*, followed in 1997 by *Dante's Peak*, *The Relic* and the mega-hit *Armageddon*, which was the number one film at the box office in 1998. 1999 witnessed the release of the sci-fi thriller *Virus* and the sweetly-searing political comedy *Dick*, which was included in many top ten lists nationwide. In 2002, Hurd produced *Clockstoppers* for Paramount.

Hurd has also produced a number of distinguished TV films, including HBO's Emmy Nominated *Sugartime*, starring John Turturro and Mary-Louise Parker, and the Emmy-winning *Cast a Deadly Spell*, which featured Julianne Moore in her first starring role. Hurd also recently entered series production for the first time as Executive Producer of *Adventure Inc.* for Tribune. The series received a 22-episode order in 2002. Based on real life treasure hunter Barry Clifford, the series filmed all over the world.

Hurd, well known for her service to the entertainment community, has served as a board member of the Producers Guild of America (co-chairing the Producers Credit Committee), Women In Film, The Ocean Conservancy and Mulholland Tomorrow. For the Academy of Motion Pictures Arts and Sciences, Hurd serves on the Executive Committee of the Producers Branch, chairs the Festival Grants Committee and co-chairs the Nicholl Screenwriting Fellowship Committee. She also recently served on the steering committee for Hollywood for Habitat, a local outreach program of Habitat for Humanity.

In 1998, she received the Crystal Award from Women In Film and in 2001, Gale was presented the WIF Founders Award at the Sundance Film Festival and the Independent Vision Award at the Temecula Film Festival. Additionally, the American Film Institute provides grants to the Institute's Directing Workshop for Women in her name.

DON BURGESS, A.S.C. (Director of Photography) is an Academy Award-nominated cinematographer for his work on the acclaimed hit *Forrest Gump*, for which he also received an Outstanding Achievement nomination from the American Society of Cinematographers. Burgess is currently reunited with director Robert Zemeckis and star Tom Hanks on *The Polar Express*, an inspiring adventure based on the beloved children's book by Chris Van Allsburg. Burgess has also received a CableACE Award for Best Cinematography on the Robert Zemeckis-directed television movie *Tales from the Crypt "Yellow."*

Feature film credits for Burgess include the blockbuster hit *Spider-man*; Robert Zemeckis's *Castaway*; the thriller *What Lies Beneath*; *Contact*, starring Jodie Foster and Matthew McConaughey; *The Evening Star*; *Forget Paris*; *Richie Rich*; *Josh and Sam*; *Mo' Money*; *Blind Fury*; and *Death Before Dishonor*.

Recent projects for Burgess include the upcoming *Radio*, starring Cuba Gooding Jr., and *13 Going on 30*, starring Jennifer Garner and Mark Ruffalo.

JEFF MANN (Production Designer) made his feature film debut as a production designer on director Dominic Sena's *Gone in Sixty Seconds*. Mann has had a long relationship with Sena, as his first taste of motion picture art direction was on Sena's *Kalifornia*. Mann's production design credits also include the films *Swordfish*, starring John Travolta and *Showtime*, with Robert De Niro and Eddie Murphy.

Mann's unique perspective, natural artistic ability, sense of style and strong work ethic has made him one of the most sought after production designers in the industry. Contacts made in the art and music scenes led to his career in the art department, starting over 15 years ago with work on music videos where his noticeable talents catapulted him through the ranks. By 1995, Mann was immersed in design for high-profile television commercials.

Mann's most recent project has been his directorial debut on the tie-in music video for *Terminator 3: Rise of the Machines*, featuring artists Gavin Rossdale and Blue Man Group. Mann lives in South Pasadena, California with his wife and child.

NEIL TRAVIS, A.C.E. (Editor) won an Academy Award in 1990 for his work on Kevin Costner's award winning film, *Dances with Wolves*. Recent credits include *Outbreak*, *Clear and Present Danger*, *Patriot Games*, Morgan Freeman's *Bopha!*, *The Edge*, *Stepmom*, *Along Came a Spider*, and most recently, *The Sum of All Fears*.

Travis began his career as editor on Mark Rydell's *The Reivers*, followed by *The Cowboys*, starring John Wayne. Additional credits include *Moll Flanders*, *Deceived*, *No Way Out*, the Tom Cruise starrer *Cocktail*, *The Idolmaker*, *The Philadelphia Experiment*, *Marie*, *Cujo* and *Jaws 2*.

In addition to his extensive work in feature films, Travis served as editor on numerous made-for-TV movies including *The Atlanta Child Murders* and the highly acclaimed mini-series *Roots*, for which he was honored with an Emmy Award for Best Editing.

NICOLAS DE TOTH (Editor) has worked on a wide variety of films including *Eye of the Storm*; *Universal Soldier*, starring Jean-Claude Van Damme; the action-packed *Hellbound*, starring Chuck Norris; the science fiction adventure *Stargate*; *Street Fighter*; *Showgirls*, starring Gina Gershon and Elizabeth Berkeley; the dramatic *Moll Flanders*, with Robin Wright Penn and Morgan Freeman; *The Edge* starring Anthony Hopkins and Alec Baldwin; and *Stepmom*, starring Julia Roberts and Susan Sarandon.

Recently, he has worked as editor on the science fiction fantasy *Bicentennial Man*, starring Robin Williams; the comedy *Dirk and Betty*, starring Marisa Tomei; and the action thrillers *Along Came a Spider,* starring Morgan Freeman and *The Sum of All Fears* starring Ben Affleck.

Not since Lon Chaney has one individual been responsible for the creation of so many memorable character icons. Multiple Academy Award-winner **STAN WINSTON** (Terminator Make-up and Animatronic Effects) is indeed the world's foremost creator of creatures, the common denominator linking some of cinema's most innovative and accomplished character designs.

From *The Terminator* and the extra-terrestrial monstrosities of *Aliens* to the amazing dinosaurs of *Jurassic Park* and the fanciful character of *Edward Scissorhands*, Winston has garnered a record number of awards for his achievements. He has won four Academy Awards and has been nominated for ten. He has also claimed three British Academy of Film and Television Arts Awards, two Emmys and numerous other industry awards.

Winston won his first Oscar nomination for creating robotic-looking make-up for *Heartbeeps* in 1981, the first year that make-up effects were recognized as an official category. He received Oscar nominations for *Aliens*, *Predator*, *Edward Scissorhands*, *Terminator 2: Judgment Day*, *Jurassic Park*, *Batman Returns*, *The Lost World* and most recently, *A.I. Artificial Intelligence*. He won for *Aliens*, as well as a BAFTA Award; was awarded two for *Terminator 2: Judgment Day* for Best Make-Up and Best Visual Effects, and another BAFTA Award for Best Achievement in Visual Effects; and his fourth Oscar followed for his fashioning the live-action dinosaurs in *Jurassic Park.*

Winston moved to Hollywood in 1969 to become an actor. While waiting for his big break he wanted to avoid the typical day jobs of parking cars or waiting tables. Like Lon Chaney, Winston saw make-up design as a powerful actor's tool for creating characters. He thus became a make-up apprentice at Disney Studios, which eventually led to his first Emmy in 1972 for the television movie *Gargoyles*. He followed that with five more Emmy nominations between 1973 and 1979. For Winston, the "day job" had quickly evolved into an impressive career. He smoothly segued into feature films and has been making movie history ever since, working with the likes of James Cameron, Arnold Schwarzenegger, Joel Silver, Tim Burton, Tom Cruise and Steven Spielberg, to name a few.

Recent releases featuring Winston's work include *Pearl Harbor* from director Michael Bay, Joe Johnston's *Jurassic Park 3* and Steven Spielberg's *A.I. Artificial Intelligence* (which earned Stan his tenth Oscar nomination).

Some of Winston's television credits include *The Autobiography of Miss Jane Pittman* and *Roots*. He has taken part in several commercials as well, including the Coca-Cola "King

Kong" spot and the successful Budweiser series, featuring the "Bud-weis-er Frogs" and their comic "Louie & Frank" lizard counterparts.

As a director, Stan Winston helmed the film *Pumpkinhead*, for which he won a Best First Time Director award at the Paris Film Festival and a nomination for a Saturn Award as Best Director. He also directed the film *The Adventures of a Gnome Named Gnorm* and Michael Jackson's *Ghosts*, set to the music of Jackson's song "Too Bad," for which he combined his creativity and talents in creature design and special effects for a frightening and entertaining combination of film, music and dance.

Following this natural progression, Winston currently runs his own production company to develop, direct and produce feature films. Debuting in the fall of 2001 was *Creature Features* – a series of five original world premiere movies that were broadcast on the Cinemax and HBO cable networks. Produced by Stan Winston, Lou Arkoff and Colleen Camp, these films are updated versions of Sam Arkoff's classic 1950s horror and sci-fi movies.

The Stan Winston Studio in Los Angeles continues to break new ground in the areas of design, make-up and creature effects. Embracing the technology of CGI, Winston was a founding partner of the successful computer effects company Digital Domain in the mid-90s. Currently, he has formed a new division of his studio called SW Digital that will enable his team of creators to expand the possibilities in developing realistic characters – bringing together the best of the live-action and CG worlds.

2001 saw the formation of Stan Winston Creatures – a new toy company which features original, never-before-seen characters from the minds of the artists at the world famous Stan Winston Studio. The collectible action figures are available exclusively at Toys 'R' Us and Toysrus.com.

Outside of work, Winston enjoys spending time with his family, exercising at the in-studio gym he built for his employees, playing with his "big toys" (his Harley Davidson motorcycles and sports cars) and working with Free Arts for Abused Children. Winston has been recognized for his community contributions by the County of Los Angeles and he holds an Honorary Doctorate of Humanities from the nation's largest art school, the Savannah College of Art and Design, for his contributions to the art community. Last year, Winston received a star on the Hollywood Walk of Fame, being only the second artist in the field of make-up effects to do so. Most recently, he has devoted his creativity and sponsorship in collaboration with the

Massachusetts Institute of Technology (MIT) on the most realistic artificially intelligent robot to date.

For over twenty-five years, **INDUSTRIAL LIGHT & MAGIC** (ILM) has set the standard for special visual effects and animation, creating some of the most stunning images in the history of film. At the forefront of the digital revolution, ILM continues to break new ground in visual effects.

Founded in 1975 by George Lucas, ILM is the leading effects facility in the world, serving the motion picture, commercial production and attraction industries. ILM has created visual effects for over 160 feature films, including *Minority Report*, *Gangs of New York*, *Pearl Harbor*, *A.I. Artificial Intelligence*, *Planet of the Apes*, *The Perfect Storm*, *Space Cowboys*, *Galaxy Quest*, *The Mummy* and *The Mummy Returns*, *Saving Private Ryan*, *Small Soldiers*, *Deep Impact*, *Men in Black* and *MIB2*, *Twister*, *Mission: Impossible*, *Dragonheart*, *Jumanji*, *Casper*, *Forrest Gump*, *The Mask*, *Death Becomes Her*, *Who Framed Roger Rabbit?*, *E.T.: The Extra-Terrestrial*, the *Harry Potter*, *Indiana Jones* and *Jurassic Park* series; and all five of the *Star Wars* episodes. ILM has played a key role in 7 of the top 10 worldwide box office hits of all time.

With its many technical and creative innovations, ILM has helped drive the evolution of visual effects. Beginning with a mastery of the traditional arts of blue-screen photography, matte painting and model construction, ILM pioneered the development of motion control cameras, optical compositing and other advances in effects technology. Since the 1980s, ILM has led the way in the use of computer graphics and digital imaging in feature films, developing breakthrough software techniques such as Morfing, enveloping and film input scanning.

Today ILM features the largest and most advanced digital effects system in the entertainment industry. From the earliest creation of wholly computer-generated characters in *The Abyss*, *Terminator 2: Judgment Day* and *Jurassic Park*; to life-like distortions of the human body in *Death Becomes Her* and *The Mask*; to the startling breakthroughs in films such as *Twister*; *Star Wars: Episode I "The Phantom Menace"* and *The Perfect Storm*, ILM is constantly expanding the possibilities of digital imagery. ILM's ability to merge photo-realistic digital images with live-action footage is unmatched in the film industry.

Critical to ILM's success are its Visual Effects Supervisors, who combine technical expertise with creative vision. They are joined by a core group of 1200 employees that includes

producers, art directors, modelmakers, stage technicians, animators, software engineers, editors, and camera operators. This effects team works within ILM's proven production management system, known for producing superlative results on time and on budget.

Filmmakers work with ILM to create film imagery never before attempted. Pre-production departments that handle research and development, concept art, creature development, and fully articulated animatics work closely with directors to assure that their vision is realized on the screen. A palette of creative resources is available at ILM to ensure that each project can achieve the desired yet cost-effective visual effects solution. A typical project at ILM will be a mixture of computer graphics effects, models and miniatures, digital matte paintings, and state-of-the-art animation procedures. The artists that staff these departments represent the true braintrust at ILM. Eighteen countries are represented in an artistic and relaxed environment that mingles fine arts degrees with carpenters, software engineers with traditional animators. For over twenty-five years, creativity has driven new technologies into the movie moments that continue to thrill and transport audiences globally.

Industrial Light & Magic is a Lucasfilm Ltd. company serving the digital needs of the entertainment industry for visual effects. ILM has been awarded 14 Academy Awards for Best Visual Effects and received 16 Scientific and Technical Achievement Awards.

Lucasfilm Ltd. is one of the world's leading film and entertainment companies. Founded by George Lucas in 1971, it is a privately held, fully integrated entertainment company. In addition to its motion picture and television production operations, the company's global activities include Skywalker Sound, serving the digital needs of the entertainment industry for audio post-production; LucasArts, a leading developer and publisher of interactive entertainment software for video game console systems and PC; as well as Lucas Licensing, which manages the global merchandising activities for Lucasfilm's entertainment properties. Additionally, Lucas Online creates Internet-based content for Lucasfilm's entertainment properties and businesses. Lucasfilm's motion picture productions include five of the 20 biggest box-office hits of all time and have received 19 Oscars and 53 Academy Award nominations. Lucasfilm's television projects have won 12 Emmy Awards. Lucasfilm Ltd. is headquartered in San Rafael, Calif.

APRIL FERRY (Costume Designer) received an Academy Award nomination for her work on the Mel Gibson/Jodie Foster period piece, *Maverick*. Other credits include Lawrence

Kasdan's *The Big Chill*; *Free Willy*; *Unlawful Entry*; *The Babe* with John Goodman; Richard Donner's *Radio Flyer*; *Immediate Family* with Glenn Close; *Three Fugitives*; *Planes, Trains and Automobiles*; *Beethoven's 2nd*; and *Only in America: The Life and Crimes of Don King.*

In 1990, Ferry received an Emmy nomination for her work on the Hallmark Hall of Fame presentation, *My Name is Bill W.* She also designed costumes for Hallmark's *Decoration Day* with James Garner.

Ferry's more recent works include *Brokedown Palace* with Claire Danes; the submarine thriller *U-571*; *15 Minutes* with Robert De Niro; *Boys and Girls*; *Donnie Darko*; and *Frailty*, starring Matthew McConaughey.

The lauded composer **MARCO BELTRAMI** (Music by) has received six American Society of Composers, Authors and Publishers (ASCAP) awards for: *Scream* (1996), *Scream 2* (1997), *The Practice* (2001, 2002 and 2003) and *Blade 2* (2003). He was also nominated for an Emmy for his score on *David and Lisa* in 1999 (for Outstanding Music Composition for a Miniseries or a Movie) and has also received awards from the American Academy of Arts and Letter, the BMI Foundation and the New York Foundation for the Arts.

Upon completing undergraduate studies at Brown University, Beltrami's pursuit of music composition led him to the land of his ancestry, Italy, to study under the legendary composer Luigi Nono. Beltrami then returned to the U.S. to attend the Yale School of Music on a scholarship. In 1992, he was drawn to Los Angeles for further training with Academy Award-winning composer Jerry Goldsmith. Beltrami was also influenced by his work with five-time Oscar-nominated composer Ennio Morricone, and at one point, also worked closely with composer Daniel Licht.

Though he spent time in various orchestras and symphonies, Beltrami currently spends the majority of his time working on theatrical films and television. Beltrami's first feature films were *The Whispering*, *The Bicyclist* and *Deathmatch*, but his Hollywood career was truly launched after his work on the surprise smash hit *Scream*. The score gathered much attention for the young composer and the sound became *Scream*'s signature. Director Wes Craven remarked in the liner notes of the last soundtrack, "Without Marco's genius, *Scream* would have been little more than a whisper."

His resume has expanded to include films ranging from epic drama to dark comedy, working with some of the most recognizable names in the industry such as Robert Rodriguez,

Luis Mandoki, John Dahl, Jodie Foster, David E. Kelly, Guillermo del Toro and Goth rocker Marilyn Manson. Other feature credits include *Scream 2*, *Halloween H20: 20 Years Later*, *54*, *The Faculty*, *The Crow: Salvation*, *Scream 3*, *The Watcher*, *Angel Eyes*, *Mimic*, *Scary Movie 2*, *The Dangerous Lives of Altar Boys*, *Resident Evil* and *Blade II*.

JOEL SILL (Executive Music Producer) is a partner and president of Intermedia Music Group. He oversees all music elements for Intermedia Film, Intermedia Records and Intermedia Music Group. Intermedia is a publicly traded company and is currently in post production with three of its seven films scheduled for 2003.

Prior to his involvement with Intermedia, Sill was a founding partner of Windswept Pacific. Enjoying a long career in the entertainment world, he was also the Vice President of Music for Warner Bros. Inc., in charge of music for all filmed entertainment, and prior to that he was the Vice President of Music for Paramount Pictures, in a similar capacity.

Among some of the films Sill has been associated with are *Easy Rider*, *La Bamba*, *The Fabulous Baker Boys*, *My Cousin Vinny*, *The Firm*, *Forrest Gump*, *Twister*, *Contact*, *Wag the Dog* and *Cast Away*.

INTERMEDIA, a diversified entertainment investment company with offices in Los Angeles, London and Munich, is the largest independent film production company in the world. Intermedia develops, finances and distributes motion pictures in collaboration with leading partners in the film industry. Its parent company, IM Internationalmedia AG, is listed on the Prime Standard Segment of the German stock exchange (securities identification number 548 880). Recent Intermedia films include the award winning *Adaptation*, *The Life of David Gale*, *Dark Blue* and *Basic*, starring John Travolta. Upcoming from Intermedia in addition to *Terminator 3: Rise Of The Machines* are *Suspect Zero* and *Mindhunters*.

IMF has been producing films with major studios in Hollywood since 1997 with a total film production investment of over 500 million dollars, including *Where The Money Is* starring Paul Newman; *Nurse Betty* starring Renee Zellwegger; *The Wedding Planner* starring Jennifer Lopez; *K-Pax* starring Kevin Spacey; and *K-19: The Widowmaker* starring Harrison Ford. In 2002, IMF produced *Terminator 3: Rise of the Machines.* IMF's next film is Martin Scorsese's *The Aviator* starring Leonardo DiCaprio.

IMF is based in Gruenwald, Germany and its parent company DCM Deutsche Capital Management AG, one of Germany's largest investment funds for real estate and media, is located in Munich, Germany.

* * *